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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GRIFFIN FINANCIAL TECHNOLOGY LTD. (the "Company")

On 17 May 2022, the following resolutions were passed pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), as an ordinary resolution or as special resolutions (as indicated) (each a "Resolution" and together the "Resolutions").

ORDINARY RESOLUTION

1.	<p>THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £3.9311627 provided that:</p> <p>(a) the authority granted under this resolution shall expire five years after the passing of this resolution; and</p> <p>(b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.</p> <p>This authority is in addition to all subsisting authorities.</p>
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SPECIAL RESOLUTIONS

2.	<p>That the articles of association contained in the document attached to these written resolutions (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.</p>
3.	<p>THAT, subject to the passing of Resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disapplied.</p>



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Director